

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 16, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24249-A FILED
DEC 19 '02 8-01 AM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of December 12, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which is being filed with the Board under Recordation Number 24249.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: Trinity Industries Leasing
Company
2525 Stemmons Freeway
Dallas, Texas 75207

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
December 16, 2002
Page Two

A description of the railroad equipment covered by the enclosed document
is:

372 railcars: RCRX 001617 – RCRX 001691
TILX 302260 – TILX 302279 and
TILX 635100 – TILX 635376

A short summary of the document to appear in the index follows:

Bill of Sale and Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

CHI:1081656.1

RECORDATION NO. 2424917 FILED

DEC 1 9 2002

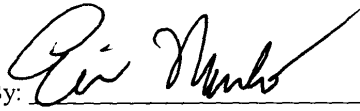
8-01 AM

SURFACE RECORDS

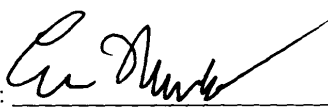
ALBANY

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 12th day of December, 2002.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING TRUST II

By: 
Name: Eric Marchetto
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

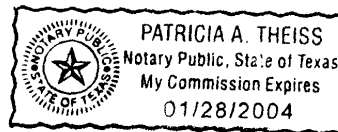
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a vice president of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 12th day of December, 2002.

MY COMMISSION EXPIRES: 1/28/04

Notary Public

Patricia A. Theiss



ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

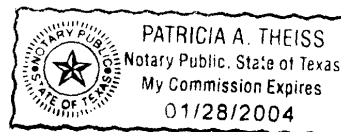
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a vice president of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 12th day of December, 2002.

MY COMMISSION EXPIRES: 1/28/04

Notary Public

Patricia A. Theiss



Leases

<u>Lessees</u>	<u>Riders</u>
6400	1
6307	1
577	1
577	2
577	3
1757	1
1756	1
1754	1
2742	1

Railcars

<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
RCRX	001617	RCRX	001666	TILX	635103
RCRX	001618	RCRX	001667	TILX	635104
RCRX	001619	RCRX	001668	TILX	635105
RCRX	001620	RCRX	001669	TILX	635106
RCRX	001621	RCRX	001670	TILX	635107
RCRX	001622	RCRX	001671	TILX	635108
RCRX	001623	RCRX	001672	TILX	635109
RCRX	001624	RCRX	001673	TILX	635110
RCRX	001625	RCRX	001674	TILX	635111
RCRX	001626	RCRX	001675	TILX	635112
RCRX	001627	RCRX	001676	TILX	635113
RCRX	001628	RCRX	001677	TILX	635114
RCRX	001629	RCRX	001678	TILX	635115
RCRX	001630	RCRX	001679	TILX	635116
RCRX	001631	RCRX	001680	TILX	635117
RCRX	001632	RCRX	001681	TILX	635118
RCRX	001633	RCRX	001682	TILX	635119
RCRX	001634	RCRX	001683	TILX	635120
RCRX	001635	RCRX	001684	TILX	635121
RCRX	001636	RCRX	001685	TILX	635122
RCRX	001637	RCRX	001686	TILX	635123
RCRX	001638	RCRX	001687	TILX	635124
RCRX	001639	RCRX	001688	TILX	635125
RCRX	001640	RCRX	001689	TILX	635126
RCRX	001641	RCRX	001690	TILX	635127
RCRX	001642	RCRX	001691	TILX	635128
RCRX	001643	TILX	302260	TILX	635129
RCRX	001644	TILX	302261	TILX	635130
RCRX	001645	TILX	302262	TILX	635131
RCRX	001646	TILX	302263	TILX	635132
RCRX	001647	TILX	302264	TILX	635133
RCRX	001648	TILX	302265	TILX	635134
RCRX	001649	TILX	302266	TILX	635135
RCRX	001650	TILX	302267	TILX	635136
RCRX	001651	TILX	302268	TILX	635137
RCRX	001652	TILX	302269	TILX	635138
RCRX	001653	TILX	302270	TILX	635139
RCRX	001654	TILX	302271	TILX	635140
RCRX	001655	TILX	302272	TILX	635141
RCRX	001656	TILX	302273	TILX	635142
RCRX	001657	TILX	302274	TILX	635143
RCRX	001658	TILX	302275	TILX	635144
RCRX	001659	TILX	302276	TILX	635145
RCRX	001660	TILX	302277	TILX	635146
RCRX	001661	TILX	302278	TILX	635147
RCRX	001662	TILX	302279	TILX	635148
RCRX	001663	TILX	635100	TILX	635149
RCRX	001664	TILX	635101	TILX	635150
RCRX	001665	TILX	635102	TILX	635151

TILX	635152	TILX	635204	TILX	635256
TILX	635153	TILX	635205	TILX	635257
TILX	635154	TILX	635206	TILX	635258
TILX	635155	TILX	635207	TILX	635259
TILX	635156	TILX	635208	TILX	635260
TILX	635157	TILX	635209	TILX	635261
TILX	635158	TILX	635210	TILX	635262
TILX	635159	TILX	635211	TILX	635263
TILX	635160	TILX	635212	TILX	635264
TILX	635161	TILX	635213	TILX	635265
TILX	635162	TILX	635214	TILX	635266
TILX	635163	TILX	635215	TILX	635267
TILX	635164	TILX	635216	TILX	635268
TILX	635165	TILX	635217	TILX	635269
TILX	635166	TILX	635218	TILX	635270
TILX	635167	TILX	635219	TILX	635271
TILX	635168	TILX	635220	TILX	635272
TILX	635169	TILX	635221	TILX	635273
TILX	635170	TILX	635222	TILX	635274
TILX	635171	TILX	635223	TILX	635275
TILX	635172	TILX	635224	TILX	635276
TILX	635173	TILX	635225	TILX	635277
TILX	635174	TILX	635226	TILX	635278
TILX	635175	TILX	635227	TILX	635279
TILX	635176	TILX	635228	TILX	635280
TILX	635177	TILX	635229	TILX	635281
TILX	635178	TILX	635230	TILX	635282
TILX	635179	TILX	635231	TILX	635283
TILX	635180	TILX	635232	TILX	635284
TILX	635181	TILX	635233	TILX	635285
TILX	635182	TILX	635234	TILX	635286
TILX	635183	TILX	635235	TILX	635287
TILX	635184	TILX	635236	TILX	635288
TILX	635185	TILX	635237	TILX	635289
TILX	635186	TILX	635238	TILX	635290
TILX	635187	TILX	635239	TILX	635291
TILX	635188	TILX	635240	TILX	635292
TILX	635189	TILX	635241	TILX	635293
TILX	635190	TILX	635242	TILX	635294
TILX	635191	TILX	635243	TILX	635295
TILX	635192	TILX	635244	TILX	635296
TILX	635193	TILX	635245	TILX	635297
TILX	635194	TILX	635246	TILX	635298
TILX	635195	TILX	635247	TILX	635299
TILX	635196	TILX	635248	TILX	635300
TILX	635197	TILX	635249	TILX	635301
TILX	635198	TILX	635250	TILX	635302
TILX	635199	TILX	635251	TILX	635303
TILX	635200	TILX	635252	TILX	635304
TILX	635201	TILX	635253	TILX	635305
TILX	635202	TILX	635254	TILX	635306
TILX	635203	TILX	635255	TILX	635307

TILX	635308
TILX	635309
TILX	635310
TILX	635311
TILX	635312
TILX	635313
TILX	635314
TILX	635315
TILX	635316
TILX	635317
TILX	635318
TILX	635319
TILX	635320
TILX	635321
TILX	635322
TILX	635323
TILX	635324
TILX	635325
TILX	635326
TILX	635327
TILX	635328
TILX	635329
TILX	635330
TILX	635331
TILX	635332
TILX	635333
TILX	635334
TILX	635335
TILX	635336
TILX	635337
TILX	635338
TILX	635339
TILX	635340
TILX	635341
TILX	635342
TILX	635343
TILX	635344
TILX	635345
TILX	635346
TILX	635347
TILX	635348
TILX	635349
TILX	635350
TILX	635351
TILX	635352
TILX	635353
TILX	635354
TILX	635355
TILX	635356
TILX	635357
TILX	635358
TILX	635359

TILX	635360
TILX	635361
TILX	635362
TILX	635363
TILX	635364
TILX	635365
TILX	635366
TILX	635367
TILX	635368
TILX	635369
TILX	635370
TILX	635371
TILX	635372
TILX	635373
TILX	635374
TILX	635375
TILX	635376